REZONING AFFIDAVIT

		December 28, 2012 (enter date affidavit is notarized))	
I, Robert A. Lawrence (enter name of ap	pplicant or autho		do hereby state	that I am an
(check one) [s authorized agent listed in Par.	1(a) below	116674e
in Application No.(s): _	PCA 86-S-083-0 (enter Cou)5 inty-assigned application numbe	er(s), e.g. RZ 88	-V-001)
and that, to the best of m	y knowledge an	nd belief, the following informat	ion is true:	
owners, con application,* and all ATTOR behalf of any of the Multiple relation Applicant/Title	NTRACT PURCE, if any of the form of the foregoing with the foregoing with the ships may be listed. The country of the country	CHASERS, and LESSEES of to cregoing is a TRUSTEE,** each LESTATE BROKERS, and a lith respect to the application: application listed above in BO sted together, e.g., Attorney/Ag or a multiparcel application, list to Relationship column.)	the land describe th BENEFICIA all AGENTS wh LD print must b tent, Contract F	ed in the RY of such trust, no have acted on e disclosed. Purchaser/Lessee,
NAME (enter first name, middle in last name) BRANCH BANKING AND	nitial, and (en	DDRESS iter number, street, city, state, and zig Arlington Boulevard, #1140 S Church, VA 22042		ATIONSHIP(S) or applicable relationships

(check if applicable)

- [/] There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.
- * In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.
- ** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

FORM RZA-1 Updated (7/1/06)

Page	1	of	1
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	DATE: _	December 28, 2012	1166740
		(enter date affidavit is notarized)	746140
for Application No. (s):	PCA 86-S-083	-05	
11		unty-assigned application number (s))	

(<u>NOTE</u>: All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

RELATIONSHIP(S) NAME **ADDRESS** (enter applicable relationships (enter first name, middle initial, and (enter number, street, city, state, and zip code) listed in **BOLD** above) last name) SAUL HOLDINGS LIMITED Title Owner / Ground Lessor 7501 Wisconsin Avenue **PARTNERSHIP** Bethesda, MD 20814 Agents: Brian T. Downie Thomas H. McCormick John F. Collich Scott V. Schneider BOHLER ENGINEERING VA, LLC 22636 Davis Drive, Suite 250 Engineers / Agents for Applicant Agents: Sterling, VA 20164 David B. Logan Patrick (NMI) Gorman REED SMITH LLP 3110 Fairview Park Drive, Suite 1400 Attorneys / Agents for Applicant Agents: Benjamin F. Tompkins, Esq. Falls Church, VA 22042 Grayson P. Hanes, Esq. Robert A. Lawrence, Esq. Linda S. Broyhill, Esq. Michael A. Banzhaf, Esq. David S. Houston, Esq. Consultant/Agent for Applicant CBRE, Incorporated 111500 Santa Monica Boulevard, Suite 1600 Agent: Los Angeles, CA 90025 Kenneth (NMI) Garrett, Senior Project Manager (former) John (NMI) August, Senior Project Manager

(check if applicable) [] There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDA VIT

	REZUMING AFFIDA VII	
	DATE: December 28, 2012 (enter date affidavit is notarized)	1166740
for An	oplication No. (s): PCA 86-S-083-05	
ror rip	(enter County-assigned application number(s))	
1(b).	The following constitutes a listing*** of the SHAREHOLDERS of all corporate affidavit who own 10% or more of any class of stock issued by said corporation, corporation has 10 or less shareholders, a listing of all of the shareholders, and is an owner of the subject land, all of the OFFICERS and DIRECTORS of such as the subject land, all of the officers are subject land.	, and where such f the corporation is
	E: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, ESTMENT TRUSTS herein.)	and REAL ESTATE

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Branch Banking and Trust Company
6400 Arlington Boulevard, #1140
Falls Church, VA 22042

DESCRIPTION OF CORPORATION: (check <u>one</u> statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are <u>more than 10</u> shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

Donald N. Strehle, Vice President William D. Andre, Vice President Karen B. Wallis, Regional Retail Banking Manager Kenneth A. Thomas, Vice President, Real Estate Transaction Management Group Manager

(check if applicable) [/] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

	Rezoning Attachment to Par	• •
	OATE: December 28, 2012 (enter date affidavit is no	116674 c
for Application No. (s): PCA 86	enter County-assigned application r	number (s))
NAME & ADDRESS OF CORPORT B. F. Saul Company 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814	ORATION: (enter complete name, 1	number, street, city, state, and zip code)
[/] There are more that class of stock issue [] There are more that stock issued by said NAMES OF THE SHAREHOLD B. Francis Saul II	TION: (check one statement) s shareholders, and all of the shareholder of the shareholders, and all of the shareholders of the shareholders of the shareholder of the shareholder of the shareholders, but no shareholder of the corporation, and no shareholders are of the corporation of the shareholders are of the shareholders are of the shareholders are of the shareholders are of the shareholders, and all of the shareholders are of the shareholders, and all of the shareholders are of the shareholders, and all of the shareholders are of the shareholders, and all of the shareholders are of the shareholders, and all of the shareholders are of the shareholders, and all of the shareholders of the shareholders are of the shareholders, and all of the shareholders of the shareholders are of the shareholders, and all of the shareholders are of the shareholders.	holders owning 10% or more of any owns 10% or more of any class of listed below. , and last name)
NAMES OF OFFICERS & DIR President, Vice-President, Secreta B. Francis Saul II, Dir., Chairman, CEO George M. Rogers, Jr., Dir. Mark G. Carrier, SVP	ECTORS: (enter first name, middle ary, Treasurer, etc.) Thomas H. McCormick, Dir., President John R. Whitmore, Dir. Henry C. Parrish, III, SVP	initial, last name, and title, e.g. Burke F. Hayes, SVP (Cont'd on separate page)
NAME & ADDRESS OF CORPORTANTIAL PROPERTY OF CORPORTATION OF CORPORTANTIAL PROPERTY OF CORPORTATI	PRATION: (enter complete name, nu	mber, street, city, state, and zip code)
[/] There are more that class of stock issue [] There are more that	FION: (check one statement) s shareholders, and all of the shareholders, and all of the shareholders and all of the shareholders are listed belowed by said corporation are listed belowed by said corporation, and no shareholders and corporation, and no shareholders	cholders owning 10% or more of any cowns 10% or more of any class
NAMES OF THE SHAREHOLD B. F. Saul Company Teresa G. Lyons 2002 Trust U/A Dtd 1/2 Ruth Saul Poljevka	ERS: (enter first name, middle initial	, and last name)
NAMES OF OFFICERS & DIR President, Vice-President, Secreta B. Francis Saul II, Dir., President George M. Rogers, Jr., Dir. Jessica L. Parker, Secretary	ECTORS: (enter first name, middle ary, Treasurer, etc.) Thomas H. McCormick, Dir., EVP John R. Whitmore, Dir. Joel A. Friedman, Treasurer	initial, last name, and title, e.g. Patrick T. Connors, VP B. Francis Saul III, Dir., EVP (former)

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

[/]

(check if applicable)

	Rezoning Attachment to Par. 1(b)	
	DATE: December 28, 2012	116674c
for Application No. (s): PC	(enter date affidavit is notarized)	
	(enter County-assigned application number (s))	
NAME & ADDRESS OF C B. F. Saul Company 7501 Wisconsin Avenue, Suite 150 Bethesda, MD 20814	ORPORATION: (enter complete name, number, street to E	, city, state, and zip code)
[] There are 10 [/] There are mo class of stock [] There are mo stock issued	ORATION: (check one statement) or less shareholders, and all of the shareholders are listed re than 10 shareholders, and all of the shareholders owning issued by said corporation are listed below. The than 10 shareholders, but no shareholder owns 10% or by said corporation, and no shareholders are listed below. HOLDER: (enter first name, middle initial, and last name)	ng 10% or more of any more of any class of
President, Vice-President, Steven N. Corey, SVP Patrick T. Connors, SVP B	DIRECTORS: (enter first name, middle initial, last na ecretary, Treasurer, etc.) bel A. Friedman, SVP, Treasurer Mark A. Hardy, SVP ryon S. Barlow, SVP Kenneth F. Kovach, SVP beterios Koutris, SVP Robert M. Wulff, SVP (until 1/1/13)	victoria J. Perkins, SVP David J. Makarsky, SVP (Cont'd on separate page)
NAME & ADDRESS OF CO	ORPORATION: (enter complete name, number, street, or	zity, state, and zip code)
[] There are 10 [] There are mc class of stock [] There are mc of stock issu	ORATION: (check one statement) or less shareholders, and all of the shareholders are listed one than 10 shareholders, and all of the shareholders owning issued by said corporation are listed below. Ore than 10 shareholders, but no shareholder owns 10% or ed by said corporation, and no shareholders are listed below. OLDERS: (enter first name, middle initial, and last name)	ng 10% or more of any more of any more of any class ow.
NAMES OF OFFICERS & President, Vice-President, S	DIRECTORS: (enter first name, middle initial, last na ecretary, Treasurer, etc.)	ame, and title, e.g.
(check if applicable) [\(\nu\)]	There is more corporation information and Par. 1(b) is "Rezoning Attachment to Par. 1(b)" form.	continued further on a

			Rezoning A	ttachment to Par. 1(b)	
			DATE: December	er 28, 2012	1166740
for Application	n No. (s)	PCA	(enter c	late affidavit is notarized)
11	()		(enter County-assi	gned application number	(s))
NAME & AD B. F. Saul Compa 7501 Wisconsin A Bethesda, MD 20	iny AVenue, Su		·	er complete name, number	street, city, state, and zip code)
DESCRIPTIO [] [/]	There ar There ar class of There ar	e 10 or e more stock is e more	than 10 shareholders, sued by said corporat than 10 shareholders,	d all of the shareholders are and all of the shareholders ion are listed below.	owning 10% or more of any 0% or more of any class of
NAMES OF T	ΓHE SHA	REHC	OLDER: (enter first	name, middle initial, and la	st name)
	e-Preside SVP	n t, Secr Mary Be J. Craig	IRECTORS: (enter etary, Treasurer, etc eth Avedesian, SVP Hamilton, VP ey J. Anderson, VP	r first name, middle initial, c.) Merle Sustersich, SVP Enio P. Guerra, VP Clyde R. Dismukes, VP	last name, and title, e.g. Mark Jennings, Controller Mark L. Rigsby, VP (Cont'd on separate page)
NAME & ADI	DRESS O	F COR	PORATION: (enter	complete name, number, s	treet, city, state, and zip code)
[]	There as class of There as of stock	re 10 or re more stock is re more issued	than 10 shareholders, sued by said corporat than 10 shareholders, by said corporation, a	d all of the shareholders are , and all of the shareholders	owning 10% or more of any 0% or more of any class d below.
			PIRECTORS: (ente	r first name, middle initial, c.)	last name, and title, e.g.
(check if application	able)	[/]		ration information and Par. 1 ent to Par. 1(b)" form.	(b) is continued further on a

		Rezoning Att	tachment to Par. 1(b)	
		DATE: December	28, 2012	_ 116674c
	D.C.	(enter da	te affidavit is notarized)	
for Application	No. (s): PC	A 86-S-083-05	ned application number (s	
		•		
NAME & ADD B. F. Saul Compan 7501 Wisconsin A Bethesda, MD 208	iy venue, Suite 150		r complete name, number, st	reet, city, state, and zip code)
DESCRIPTIO	N OF CORP	ORATION: (check one	e statement)	
	There are 10 o	or less shareholders, and	all of the shareholders are li	sted below.
[~]	There are mor	<u>re than 10</u> shareholders, a issued by said corporatio	and all of the shareholders ov	vning 10% or more of any
[]	There are mor	re than 10 shareholders, b	out no shareholder owns 10% shareholders are listed bel	or more of any class of
	stock issued t	by said corporation, and <u>n</u>	io snarenoiders are fisted bei	<u>. </u>
NAMES OF T	HE SHAREI	HOLDER: (enter first na	ame, middle initial, and last	name)
President, Vice Scott G. Armstrong Mary Lou Mayer, Terry Landers, VP	-President, Seg, VP Vice President	Steven W. Brand, VP M. Scott Campbell, VP Bryan S. Megary, VP	first name, middle initial, las) Jessica L. Parker, Secretary Karen S. Halloran, VP James M. Walent, VP	Joan E. Cerimele, Vice President (Cont'd on separate page)
DESCRIPTION [] []	There are 10 There are moclass of stock There are mo	re than 10 shareholders, issued by said corporatione than 10 shareholders,	all of the shareholders are li and all of the shareholders o	wning 10% or more of any <u>6 or more</u> of any class
NAMES OF T	HE SHAREH	OLDERS: (enter first n	ame, middle initial, and last	name)
NAMES OF C	DFFICERS & e-President, S	z DIRECTORS: (enter ecretary, Treasurer, etc	first name, middle initial, la	st name, and title, e.g.

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

(check if applicable)

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Rezoning Attachment to Par. 1(b)	
DATE: December 28, 2012	1166740
(enter date affidavit is notarized)	
for Application No. (s): (enter County-assigned application number (s))	
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, c	ity, state, and zip code)
B. F. Saul Company 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814	
 There are more than 10 shareholders, and all of the shareholders owning class of stock issued by said corporation are listed below. There are more than 10 shareholders, but no shareholder owns 10% or m stock issued by said corporation, and no shareholders are listed below. 	10% or more of any ore of any class of
	e, and title, e.g.
Sandra A. Seely, VP Fadwa Hasan, VP Ronald Davis, VP David David David Paul K Payrolds VP Barbara C Phillips VP Christopher H. Connolly, VP Tanya Pangalan David D	Marhefka, VP
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, cit	y, state, and zip code)
There are more than 10 shareholders, and all of the shareholders owning class of stock issued by said corporation are listed below. There are more than 10 shareholders, but no shareholder owns 10% or n	10% or more of any nore of any class
Content of Corporation PCA 86-5-083-05 Center County-assigned application number (s)	
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name). President, Vice-President, Secretary, Treasurer, etc.)	e, and title, e.g.
(check if applicable) [/] There is more corporation information and Par. 1(b) is co "Rezoning Attachment to Par. 1(b)" form.	ntinued further on a

	1	czoning Attachme	nt to 1 al. 1(b)	
	DATE:	December 28, 20	012	1166740
for Application No. (s):	PCA 86-S-08	(enter date affid	avit is notarized)	
for Application No. (8):	(enter C	ounty-assigned app	olication number (s))	
NAME & ADDRESS OF Saul Centers, Inc. 7501 Wisconsin Avenue, Suite Bethesda, MD 20814		'ION: (enter comple	ete name, number, street, city,	, state, and zip code)
[] There are class of st	10 or less share more than 10 shock issued by sa more than 10 sh	cholders, and all of the nareholders, and all o aid corporation are list nareholders, but no sh	e shareholders are listed belo f the shareholders owning 109	% or more of any
NAMES OF THE SHAP B. F. Saul Real Estate Investme		(enter first name, mi	ddle initial, and last name)	
NAMES OF OFFICERS President, Vice-President B. Francis Saul, II, Dir., CEO John E. Chapoton, Dir. Gen P. X. Kelley, USMC (Ret.	r, Secretary, Tro Thomas Gilbert N	easurer, etc.)	ne, middle initial, last name, a resident George P. Clancy, Dir. Philip C. Jackson, Jr., Dir. Philip D. Caraci, Dir.	
NAME & ADDRESS OF B.F. Saul Real Estate Investme 7501 Wisconsin Avenue, Suite Bethesda, MD 20814	nt Trust	ON: (enter complete	e name, number, street, city, s	tate, and zip code)
DESCRIPTION OF COL [/] There are [] There are class of sol [] There are	10 or less share more than 10 shock issued by sa more than 10 sh	sholders, and all of the nareholders, and all of aid corporation are lister the holders, but no sl	e shareholders are listed below f the shareholders owning 10	% or more of any
NAMES OF THE SHAR B. F. Saul Company Franklin Development Compar Columbia Securities of Washin The Klingle Corporation	y, Inc.	Westminister In	rvesting Corporation Frust Holdings Inc.	
NAMES OF OFFICER: President, Vice-Presiden B. Francis Saul II, Dir., Chairr Gilbert M. Grosvenor, Dir. Mark G. Carrier, VP Joel A. Friedman, VP, Treasur	t, Secretary, Tr nan, CEO B. Fra John I John A			araci, Dir. ick, Dir., SVP, Secretary
(check if applicable) [There is	more corporation info	rmation and Par. 1(b) is contin	ued further on a

"Rezoning Attachment to Par. 1(b)" form.

			ACLUMING A	ttaenment to	. u (D)	
		DATE		er 28, 2012		114674c
for Applicatio	n No. (g):	PCA 86-S-0	(enter 6 83-05	date affidavit is	notarized)	
for Applicatio	II No. (8).	(enter (County-assi	igned application	on number (s))
NAME & AD Saul Centers, Inc. 7501 Wisconsin A Bethesda, MD 20	Avenue, Suite		TION: (en	ter complete nan	ne, number, s	treet, city, state, and zip code)
DESCRIPTIO [] [/]	There are personal class of story. There are personal class of story.	10 or less sharmore than 10 sock issued by some than 10 s	reholders, an shareholders, said corporat shareholders	nd all of the share, and all of the sh tion are listed be	nareholders o low. lder owns 10º	wning 10% or more of any <u>% or more</u> of any class of
NAMES OF T	THE SHAR	EHOLDER:	(enter first	name, middle in	itial, and last	name)
President, Vic James W. Syming John F. Collich, S Christopher H. No	e-President gton, Dir. SVP etter, SVP	John R. Whitn Mary Beth Av Charles W. Sh	reasurer, et nore, Dir. edesian, SVP erren, Jr., SVP	cc.) Mark Sullivan III Scott V. Schneide Robert M. Wulff	I, Dir. er, SVP, Secret E, SVP (until 1/2	ary, Treasurer, CFO (//13) (Cont'd on separate page) eet, city, state, and zip code)
DESCRIPTIO [] [] [] NAMES OF T	There are class of st There are of stock is	10 or less shamore than 10 ock issued by more than 10 ssued by said of the sai	reholders, an shareholders said corpora shareholders corporation,	nd all of the share s, and all of the s ation are listed be	hareholders of elow. elder owns 10 ders are listed	owning 10% or more of any <u>% or more</u> of any class <u>l below</u> .
NAMES OF President, Vio					ddle initial, l	ast name, and title, e.g.
(check if applied	cable) [.	/] There	is more corpo ning Attachm	oration information	on and Par. 1(form.	b) is continued further on a

		Rezon	ing Attachment to 1 al. 1	r(b)	
		DATE: Dec	cember 28, 2012	116	674c
	/	(e	enter date affidavit is notar	rized)	1.70
for Application	1 No. (s): <u> </u>	CA 86-S-083-05	y-assigned application nur	mber (s))	
		`			
NAME & ADI Saul Centers, Inc. 7501 Wisconsin A Bethesda, MD 20	Avenue, Suite 15		: (enter complete name, nui	mber, street, city, state, and z	ip code)
DESCRIPTIO		PORATION: (ch			
[] [/]			ers, and all of the shareholde olders, and all of the shareho	ers are listed below. olders owning 10% or more o	fany
	class of stoc	k issued by said co	rporation are listed below.		
[]			olders, but <u>no shareholder ov</u> n, and <u>no shareholders are li</u> s	<u>wns 10% or more</u> of any class sted below.	s of
		•			
NAMES OF I	HE SHAKE	HOLDER: (ente	r first name, middle initial, a	ind fast flame)	
Brian Downie, VP Fricia Culpepper,	VP A	Mary Lou Mayer, VP Alan E. Gersh, VP CORPORATION:	Walter Minerbi, VP Richard R. Meiburger, ———————————————————————————————————	Barbara C. Phillips, VP, VP, Controller (Cont'd on sep-	
DESCRIPTIO [] []	There are 1 There are m class of stoo There are m	nore than 10 sharehock issued by said co nore than 10 shareho	ers, and all of the shareholder olders, and all of the shareho orporation are listed below.	olders owning 10% or more owns 10% or more of any class	
NAMES OF T	HE SHARE	HOLDERS: (enter	r first name, middle initial, a	and last name)	
		& DIRECTORS: Secretary, Treasu		======================================	•
(check if applica	able) [🗸]	There is more	corporation information and	Par. 1(b) is continued further of	n a

"Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)	
DATE: December 28, 2012	1166740
for Application No. (s): PCA 86-S-083-05 (enter date affidavit is notarized)	
(enter County-assigned application number (s))))
NAME & ADDRESS OF CORPORATION: (enter complete name, number, str Saul Centers, Inc. 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814	reet, city, state, and zip code)
 DESCRIPTION OF CORPORATION: (check one statement) There are 10 or less shareholders, and all of the shareholders are listered by said corporation are listed below. There are more than 10 shareholders, but no shareholder owns 10% stock issued by said corporation, and no shareholders are listed below. 	oning 10% or more of any or more of any or more of any class of
NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last r	name)
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last President, Vice-President, Secretary, Treasurer, etc.) Diana Shipley, VP B. Francis Saul III, Dir., President (former) Karen S. Halloran, VP Patrick T. Connors, VP	t name, and title, e.g.
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street	et, city, state, and zip code)
 DESCRIPTION OF CORPORATION: (check one statement) [] There are 10 or less shareholders, and all of the shareholders are listed to class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% of stock issued by said corporation, and no shareholders are listed below. 	vning 10% or more of any or more of any class
NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last r	name)
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last President, Vice-President, Secretary, Treasurer, etc.)	t name, and title, e.g.
(check if applicable) [\(\rhi\)] There is more corporation information and Par. 1(b) "Rezoning Attachment to Par. 1(b)" form.	is continued further on a

	D		, , , , , , , , , , , , , , , , , , ,
		ember 28, 2012 hter date affidavit is notariz	116674c
for Application No. (s):	PCA 86-S-083-05		
	(enter County-	-assigned application numb	er (s))
NAME & ADDRESS C B.F. Saul Real Estate Investr 7501 Wisconsin Avenue, Sui Bethesda, MD 20814	nent Trust	(enter complete name, numb	er, street, city, state, and zip code)
[] There ar class of [] There ar	re 10 or less shareholder re more than 10 sharehol stock issued by said corp re more than 10 sharehol	s, and all of the shareholders ders, and all of the shareholde poration are listed below.	ers owning 10% or more of any s 10% or more of any class of
NAMES OF THE SHA	REHOLDER: (enter	first name, middle initial, and	last name)
NAMES OF OFFICER President, Vice-Presider Steven N. Corey, VP Henry C. Parrish, III, VP Mark A. Hardy, VP		(enter first name, middle initial (er, etc.) Patrick T. Connors, VP Victoria J. Perkins, VP Mary Beth Avedesian, VP	J. Page Lansdale, VP Robert M. Wulff, VP (until 1/1/13) (Cont'd on seprate page)
NAME & ADDRESS O	F CORPORATION: (enter complete name, number	s, street, city, state, and zip code)
[] There as class of [] There as of stock	re 10 or less shareholder re more than 10 sharehol stock issued by said corre more than 10 sharehol issued by said corporati	s, and all of the shareholders	ers owning 10% or more of any s 10% or more of any class sted below.
NAMES OF OFFICEI President, Vice-Preside		(enter first name, middle initier, etc.)	al, last name, and title, e.g.
(check if applicable)		corporation information and Parchment to Par. 1(b)" form.	. 1(b) is continued further on a

		Rezoning Attachment to Par. 1(b)	
		DATE: December 28, 2012	1166740
for Application No	(s): PCA	(enter date affidavit is notarized)	
Tot Application 100	. (5)	(enter County-assigned application number (s))	-
NAME & ADDRE B.F. Saul Real Estate In 7501 Wisconsin Avenue Bethesda, MD 20814	vestment Trus		y, state, and zip code)
[/] The [] The clas [] The stoc	re are 10 or re are more s of stock is re are more k issued by	RATION: (check one statement) less shareholders, and all of the shareholders are listed belot than 10 shareholders, and all of the shareholders owning 10 study by said corporation are listed below. than 10 shareholders, but no shareholder owns 10% or more said corporation, and no shareholders are listed below. DLDER: (enter first name, middle initial, and last name)	0% or more of any
President, Vice-Pre Elizabeth R. Cook, Ass' Kimberley J. Anderson, Linda (NMI) Geimer, A	sident, Sec Sec. Ass't VP ss't Sec.	DIRECTORS: (enter first name, middle initial, last name, retary, Treasurer, etc.) Deborah D. Gault, Ass't Treas. George M. Rogers, Jr., I Amy E. Spencer, Ass't Sec.	Dir. }
DESCRIPTION OF	F CORPORE For are 10 or For are more For stock i For are more For are more For are more For are issued	RATION: (check one statement) less shareholders, and all of the shareholders are listed belethan 10 shareholders, and all of the shareholders owning 1 ssued by said corporation are listed below. than 10 shareholders, but no shareholder owns 10% or mo by said corporation, and no shareholders are listed below. LDERS: (enter first name, middle initial, and last name)	ow. 0% or more of any
NAMES OF OFF	ICERS & I	DIRECTORS: (enter first name, middle initial, last name retary, Treasurer, etc.)	and title, e.g.
(check if applicable)	[/]	There is more corporation information and Par. 1(b) is cont "Rezoning Attachment to Par. 1(b)" form.	inued further on a

· added since 12/20/12 affidouit

		IXC	Zoning Attachin	cir to 1 a	1. 1(0)		
		DATE:	December 28, 2				1166740
for Application	. No. (a).	PCA 86-S-083	(enter date aff	idavit is n	otarized)		146 140
for Application	II NO. (8)	(enter Co	ounty-assigned ap	plication	number (s))		
NAME & AD Dearborn L.L.C. 7501 Wisconsin A Bethesda, MD 20	Avenue, Suite		ION: (enter comp	olete name,	number, street, ci	ity, state,	and zip code)
[]	There are process of store are process of store are process of store are process of the stock issue.	nore than 10 shaped by said corporations.	(check one stater nolders, and all of archolders, and all d corporation are archolders, but no ration, and no shar (enter first name, n	the shareho of the shar listed belov shareholde eholders an	eholders owning w. r owns 10% or more listed below.	10% or m ore of any	
	e-President , CEO	& DIRECTO, Secretary, Tre Thomas H. McCo Merle F. Sustersic	rmick, President	Joel A. Frie	e initial, last name	r Pat	e, e.g.
NAME & ADI B.F. Saul Property 7501 Wisconsin A Bethesda, MD 20	y Company Avenue, Suite		ON: (enter comple	ete name, n	umber, street, city	/, state, ar	nd zip code)
[] [] [v]	There are class of st There are of stock is	10 or less share more than 10 shock issued by samore than 10 should be said contained by said containe	(check one statemenolders, and all of areholders, and all id corporation are areholders, but no rporation, and no section of the first name, no	the shareholder of the sha listed belo shareholder hareholder	reholders owning w. er owns 10% or m s are listed below	10% or m ore of any	
B. F. Saul Compa							
President Vic	c e-Presiden t Cormick, Dir., der, VP	t , Secretary, Tr Chairman, Presider	PRS: (enter first n easurer, etc.) ht B. Francis Saul III May Lou Mayer, V Donald A. Hachey,	, Dir., Chair P Stev			e, e.g. L. Parker, Dir., Secretary (Cont'd on separate page)
(check if applic	cable) [7] There is "Rezonir	more corporation in a Attachment to Pa	nformation ar. 1(b)" for	and Par. 1(b) is cor m.	ntinued fu	rther on a

		Rezoning	Attachment to Far. 1(b)
		DATE: Decem	nber 28, 2012	1166740
. Amaliantin	n Na (a).	PCA 86-S-083-05 (enter	r date affidavit is notarize	
r Application	n 140. (8):	(enter County-as	signed application numb	er (s))
AME & ADI F. Saul Property Wisconsin A ethesda, MD 20	y Company Avenue, Suit		enter complete name, numb	er, street, city, state, and zip code)
ESCRIPTIO [/] []	There are class of s	e more than 10 shareholder tock issued by said corpore more than 10 shareholder	and all of the shareholders ars, and all of the shareholderation are listed below.	rs owning 10% or more of any 10% or more of any class of
AMES OF T	THE SHA	REHOLDER: (enter fir	st name, middle initial, and	last name)
President, Vice Ienry C. Parrish, latrick T. Connormark Jennings, Co	e-Presiden SVP s, SVP ontroller	t, Secretary, Treasurer, Mark G. Carrier, SVP Karen S. Halloran, VP Mark A. Hardy, VP	Kenneth F. Kovach, SVP Terry Landers, VP Enio P. Guerra, VP	Bryon S. Barlow, SVP Derrick A. Wade, VP (Cont'd on separate page) , street, city, state, and zip code)
[]	There ar There ar class of There ar of stock	e more than 10 shareholde stock issued by said corpore more than 10 shareholde issued by said corporation	and all of the shareholders ars, and all of the shareholders	ers owning 10% or more of any s 10% or more of any class sted below.
		AS & DIRECTORS: (en	nter first name, middle inition etc.)	al, last name, and title, e.g.
(check if application	able)	[/] There is more corp	poration information and Par	. 1(b) is continued further on a

"Rezoning Attachment to Par. 1(b)" form.

		Re	zoning Attac	chment to Par. 1(b))	
		DATE:	December 2	8, 2012		116674e
	/ .	·	(enter date	affidavit is notarize	ed)	1140110
for Application	n No. (s):	PCA 86-S-083 (enter Co	unty-assigne	d application numb	er (s))	
NAME & ADI	DDFSS ()	F CORPOR ATI	ON: (enter c	omplete name, numb	er street city.	state, and zip code)
B.F. Saul Property 7501 Wisconsin A Bethesda, MD 20	y Company Avenue, Suite		OIV. (Cinci c	omprete name, name	o., sacos, c.g,	
DESCRIPTIO	N OF CO	RPORA TION:	(check one st	atement)		
[/]	There are	10 or less shareh	olders, and all	of the shareholders at all of the shareholde	are listed belovers owning 10%	v. % or more of any
	class of s	tock issued by said	d corporation	are listed below.		
[]	There are stock issu	more than 10 sha led by said corpor	reholders, but ation, and no	no shareholder owns shareholders are liste	d below.	of any class of
NAMES OF T				ie, middle initial, and		
NAMES OF I	TE SHAI	KEHOLDEK: (emei msi nan	ic, illiadic illiadi, and	rast name)	
						
President, Vice John A. Spain, VI J. Page Lansdale,	e-Presiden O VP	S & DIRECTOI t, Secretary, Tree Maria S. LeFrancois Kimberley J. Ander Elizabeth R. Cook,	asurer, etc.) s, Controller son, Ass't Sec.	 Deborah D. Gault, A John (NMI) Yocke Camye L. Mackey, A 	Ass't Treas. o	Alison B. Rubin, VP James M. Walent, Sr VP (Cont'd on separate page)
NAME & ADI	DRESS OF	CORPORATIO	N: (enter co	mplete name, number	street, city, st	ate, and zip code)
DESCRIPTIO	ON OF CO	RPORATION: (check one sta	tement)		
[]	There are	e 10 or less shareh more than 10 sha	olders, and all	of the shareholders and all of the sharehold	are listed belovers owning 10°	v. % or more of any
L J	class of s	stock issued by sai	id corporation	are listed below.		•
[]	There are	e <u>more than 10</u> sha issued by said cor	areholders, bu poration, and	t <u>no shareholder own:</u> no shareholders are li	<u>s 10% or more</u> isted below.	of any class
NAMES OF STREET		·	_	4		
NAMES OF T	HE SHAF	ŒHOLDEKS: (enter mist man	e, middle initial, and	last name)	
NAMES OF	OFFICER	S & DIRECTO	RS: (enter fin	st name, middle initi	al, last name, a	nd title, e.g.
rresident, vic	e-r resider	ıt, Secretary, Tre	asurer, 500.)			

· added since 12/20/12 offidavit

There is more corporation information and Par. 1(b) is continued further on a

"Rezoning Attachment to Par. 1(b)" form.

(check if applicable)

[I]

		DATE: December 28, 2012 (enter date affidavit is notarized)
for Application	n No. (s):	PCA 86-S-083-05 (enter County-assigned application number (s))
NAME & ADJ B.F. Saul Property 7501 Wisconsin A Bethesda, MD 20	Company venue, Suite	F CORPORATION: (enter complete name, number, street, city, state, and zip code) 1500 E
[]	There are class of st There are stock issu	RPORATION: (check one statement) 10 or less shareholders, and all of the shareholders are listed below. more than 10 shareholders, and all of the shareholders owning 10% or more of any sock issued by said corporation are listed below. more than 10 shareholders, but no shareholder owns 10% or more of any class of ed by said corporation, and no shareholders are listed below. REHOLDER: (enter first name, middle initial, and last name)
President, Vice Henry C. Parrish I Jim Cree, Ass't VF Steve Hickman, A	e-President II, Sr VP ss't VP	S & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. t, Secretary, Treasurer, etc.) CORPORATION: (enter complete name, number, street, city, state, and zip code)
[]	There are class of st There are of stock is	RPORATION: (check one statement) 10 or less shareholders, and all of the shareholders are listed below. 10 or less shareholders, and all of the shareholders owning 10% or more of any tock issued by said corporation are listed below. 10 or less shareholders, and all of the shareholders owning 10% or more of any tock issued by said corporation are listed below. 11 or less shareholders, and all of the shareholders owning 10% or more of any tock issued by said corporation, and no shareholder owns 10% or more of any class ssued by said corporation, and no shareholders are listed below. 12 In the left of the shareholders are listed below. 13 In the left of the shareholders are listed below. 14 In the left of the shareholders are listed below. 15 In the left of the shareholders are listed below. 16 In the left of the shareholders are listed below. 17 In the left of the shareholders are listed below. 18 In the left of the shareholders are listed below. 18 In the left of the shareholders are listed below.
		S & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. t, Secretary, Treasurer, etc.)
(check if applica	able) [There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

FORM RZA-1 Updated (7/1/06)

· added suice 12/20/12 affidavit

		Re	zoning Attachment to Par. 1(l	0)
	DCA		December 28, 2012 (enter date affidavit is notariz	116674c
for Application	n No. (s): <u>PCA</u>	(enter Co	ounty-assigned application number	per (s))
Van Ness Square	Corporation Evenue, Suite 1500		ION: (enter complete name, numb	per, street, city, state, and zip code)
DESCRIPTIO [/] []	There are 10 or There are more class of stock is There are more	less sharel than 10 sha sued by sai than 10 sha	(check one statement) holders, and all of the shareholders hareholders, and all of the sharehold d corporation are listed below. hareholders, but no shareholder own haration, and no shareholders are liste	ers owning 10% or more of any <u>s 10% or more</u> of any class of
NAMES OF T Chevy Chase Lake		OLDER: (enter first name, middle initial, and	l last name)
President, Vice B. Francis Saul II, B. Francis Saul III Jessical L. Parker, ————— NAME & ADI	e-President, Sec Dir., CEO Thomas, Dir., President, Se VP, Sec.	retary, Tre	ormick, Dir., President, Secretary Wi	illiam F. Anhut, Jr., Dir., VP, Treasurer (former) ine (NMI) Stunkel, VP, Treas.
SHLP Unit Acquis 7501Wisconsin A Bethesda, MD 20	venue, Suite 1500 E			
DESCRIPTIO [/] []	There are 10 or There are more class of stock i There are more	tless sharely than 10 shassued by sa than 10 sh	(check <u>one</u> statement) holders, and all of the shareholders areholders, and all of the sharehold id corporation are listed below. areholders, but <u>no shareholder own</u> reporation, and <u>no shareholders are legal</u>	lers owning 10% or more of any as 10% or more of any class
	HE SHAREHO tate Investment Tru		enter first name, middle initial, and	l last name)
President, Vice B. Francis Saul II Joel A. Friedman	e-President, Sec I, Dir.	retary, Tre	RS: (enter first name, middle initicasurer, etc.) Thomas H. McCormick, Dir., Presid John A. Spain, VP	
(check if application	able) [/]		more corporation information and Pag Attachment to Par. 1(b)" form.	r. 1(b) is continued further on a

· added suice 12/20/12 affideurt

Rezoning Attachment to Par. 1(b)	
DATE: December 28, 2012	1166740
(enter date affidavit is notarized) for Application No. (s): PCA 86-S-083-05	
(enter County-assigned application number (s))	
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city Avenel Executive Park Phase II, L.L.C. 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814	, state, and zip code)
 [/] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10 class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more stock issued by said corporation, and no shareholders are listed below. 	% or more of any
NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name) B. F. Saul Real Estate Investment Trust	
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, a President, Vice-President, Secretary, Treasurer, etc.) Thomas H. McCormick, President J. Page Lansdale, VP Joel A. Friedman, VP, Treasurer B. Francis Saul III, President (former) NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, street, city, street) Westminster Investing Corporation 7501 Wisconsin Avenue, Suite 1500 E	nors, VP
DESCRIPTION OF CORPORATION: (check one statement) [V] There are 10 or less shareholders, and all of the shareholders are listed beloed [I] There are more than 10 shareholders, and all of the shareholders owning 10 class of stock issued by said corporation are listed below. [I] There are more than 10 shareholders, but no shareholder owns 10% or more of stock issued by said corporation, and no shareholders are listed below. NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name) Chevy Chase Property Company	0% or more of any
	. Parker, VP, Sec. ИI) Stunkel, VP, Treas.

"Rezoning Attachment to Par. 1(b)" form.

· added suie 12/20/12 d'Hidurt

Rezoning Attachment to Par. 1(b)
DATE: December 28, 2012 116674c
for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code) Columbia Securities Company of Washington, D.C. 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814
 DESCRIPTION OF CORPORATION: (check one statement) [] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.
NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name) B. F. Saul Company B. Francis Saul II Teresa G. Lyons 2002 Trust U/A Dtd 1/21/2002 FBO Teresa G. Lyons
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.) B. Francis Saul II, Dir., President George M. Rogers, Jr., Dir. John R. Whitmore, Dir. Joel A. Freidman, Treasurer B. Francis Saul, III, Dir., EVP (former) Patrick T. Connors, VP Joel A. Freidman, Treasurer
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code) The Klingle Corporation 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814
 DESCRIPTION OF CORPORATION: (check one statement) [] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.
NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name) B. F. Saul Company B. Francis Saul II and American Security Bank, Trustees, U/W Andrew M. Saul, FBO Ruth Saul Poljevka
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.) B. Francis Saul II, Dir., President Thomas H. McCormick, Dir., EVP B. Francis Saul III, Dir., EVP (former) George M. Rogers, Jr., Dir. John R. Whitmore, Dir. Patrick T. Connors, VP James M. Goode, VP

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

[/]

(check if applicable)

			Rezoning Attachment to Par.	1(D)	
		D	ATE: December 28, 2012		1166740
for Application	n No. (e):	PCA 86	(enter date affidavit is nota	arized)	negree
for Application	ni ino. (s).	(e	nter County-assigned application nu	ımber (s))	
NAME & AD Chevy Chase Tru 7501 Wisconsin Bethesda, MD 2	ist Holdings, Avenue, Suit	Inc.	ORATION: (enter complete name, no	umber, street, city, state	, and zip code)
DESCRIPTIO [/] []	There are class of s	e 10 or less e more that stock issue e more tha	TION: (check one statement) s shareholders, and all of the sharehold 10 shareholders, and all of the shareh d by said corporation are listed below. 10 shareholders, but no shareholder of d corporation, and no shareholders are	olders owning 10% or r owns 10% or more of an	
NAMES OF 'Westminster Inve	THE SHA	REHOLI ration	DER: (enter first name, middle initial,	and last name)	
B. Francis Saul II Patrick T. Conno Jessica L. Parker	ce-Presider I, Dir., Presiders, VP , VP, Sec. DRESS Onent Co.	nt, Secreta dent, CEO ====================================	ECTORS: (enter first name, middle in ry, Treasurer, etc.) Thomas H. McCormick, Dir., EVP Merle F. Sustersich, Clerk Jane (NMI) Stunkel, VP, Treas. PRATION: (enter complete name, nur	George M. Rogers, Jr B. Francis Saul, III, I	., Dir. Dir., EVP (former)
Bethesda, MD 2	0814				
DESCRIPTIO [/]	There as class of There as	re 10 or less re more that stock issue re more that	CION: (check one statement) s shareholders, and all of the sharehold an 10 shareholders, and all of the shareled by said corporation are listed below. an 10 shareholders, but no shareholder said corporation, and no shareholders a	holders owning 10% or <u>owns 10% or more</u> of a	
NAMES OF 'Westminster Inv			ERS: (enter first name, middle initial,	and last name)	
NAMES OF	OFFICE	====== RS & DIF	RECTORS: (enter first name, middle	initial, last name, and ti	tle, e.g.
President, Vi B. Francis Saul Patrick T. Conn Jessica L. Parke	ce-Preside II, Dir., Pres nors, VP (for	nt, Secret ident	Ary, Treasurer, etc.) Thomas H. McCormick, Dir., EVP Merle F. Sustersich, Secretary (former) Jane (NMI) Stunkel, VP, Treas.	George M. Rogers, Jr., B. Francis Saul, III, D	Dir.
(check if appli	cable)		There is more corporation information and Personing Attachment to Par 1(b)" form		urther on a

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Rezoning Attachment to Par. 1(b)	1166740
DATE: December 28, 2012 (enter date affidavit is notarized)	1166740
for Application No. (s): PCA 86-S-083-05 (enter County-assigned application number (s))	
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, Chevy Chase Property Company 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814	state, and zip code)
 DESCRIPTION OF CORPORATION: (check one statement) [/] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10% class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more stock issued by said corporation, and no shareholders are listed below. 	6 or more of any
NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name) B. Francis Saul II Chevy Chase Lake Corporation George M. Rogers, Jr., Successor TTEE U/A Dtd 12/30/76 FBO B. Francis Saul III and Andrew M. Saul II Donald P. Lines, David A.E.R. Peake and John D. Campbell, Trustees; The Saul Family Trust (beneficiaries Saul II, Sharon E. Saul, Elizabeth W. Saul and Patricia E. Saul)	B. Francis Saul III, Andrew M. (Cont'd on separate page)
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and President, Vice-President, Secretary, Treasurer, etc.) B. Francis Saul II, Dir., Chairman, President Thomas H. McCormick, Dir., EVP David A.E.R. Peake, Dir. (former) Jane (NMI) Stunkel, VP, Treas. John T. Connors, VP (former) Jessica L. Parker, VP, Sec. B. Francis Saul, III, Dir., Dir., David A.E.R. Peake, Dir. (former) Jessica L. Parker, VP, Sec. B. Francis Saul, III, Dir., David A.E.R. Peake, Dir. (former) Jessica L. Parker, VP, Sec. B. Francis Saul, III, Dir., David A.E.R. Peake, Dir. (former)	ir. John M. Whitmore, Dir.
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, st Chevy Chase Lake Corporation 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814	rate, and zip code)
 [/] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 100 class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more of stock issued by said corporation, and no shareholders are listed below. 	% or more of any
NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name) B. Francis Saul II and Patricia E. Saul George M. Rogers, Jr., Successor TTEE U/T/D 12/31/70; Andrew M. Saul Irrevocable Trust FBO Sharon El George M. Rogers, Jr., Successor TTEE U/T/D 12/31/70; Andrew M. Saul Irrevocable Trust FBO B. Francis	izabeth Saul Saul III (Cont'd on separate page)
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, a President, Vice-President, Secretary, Treasurer, etc.) B. Francis Saul II, Dir., CEO, President Jessica L. Parker, VP and Secretary Patricia E. Saul, Ass't Treasurer George M. George M.	nd title, e.g. Rogers, Jr., Dir.
(check if applicable) [/] There is more corporation information and Par. 1(b) is continu	ued further on a

"Rezoning Attachment to Par. 1(b)" form.

· added suice 12/20/12 affidooit

Re	ezoning Attachment to Par. 1(b)	
DATE:	December 28, 2012	1146740
	(enter date affidavit is notarized)	
for Application No. (s): $\frac{PCA 86-S-08}{(enter Colors)}$	ounty-assigned application number (s))	
NAME & ADDRESS OF CORPORAT Chevy Chase Property Company 7501 Wisconsin Avenue, Suite 1500 E Bethesda, MD 20814	TION: (enter complete name, number, street, ci	ity, state, and zip code)
[] There are more than 10 sh class of stock issued by sa [] There are more than 10 sh	(check one statement) holders, and all of the shareholders are listed be areholders, and all of the shareholders owning id corporation are listed below. areholders, but no shareholder owns 10% or moration, and no shareholders are listed below.	10% or more of any
NAMES OF THE SHAREHOLDER: George M. Rogers, Jr., Successor TTEE U/A Dtd 3	(enter first name, middle initial, and last name) 3/28/77 FBO Sharon E. Saul, Elizabeth W. Saul and Par	tricia E. Saul
President, Vice-President, Secretary, Tro	easurer, etc.) ON: (enter complete name, number, street, city	y, state, and zip code)
[] There are more than 10 she class of stock issued by sa There are more than 10 she of stock issued by said co	(check <u>one</u> statement) holders, and all of the shareholders are listed be nareholders, and all of the shareholders owning aid corporation are listed below. hareholders, but <u>no shareholder owns 10% or mareholders</u> , and <u>no shareholders are listed below</u> . (enter first name, middle initial, and last name)	10% or more of any one of any class
NAMES OF OFFICERS & DIRECTO President, Vice-President, Secretary, Tr	ORS: (enter first name, middle initial, last nam easurer, etc.)	e, and title, e.g.
	more corporation information and Par. 1(b) is cor	ntinued further on a

		RCZO	ning Attachment to I al	• • • • • • • • • • • • • • • • • • • •	
		DATE: D	ecember 28, 2012		1166740
o	DCA	86 5 083 0	(enter date affidavit is no	tarized)	(-
for Application	n No. (s): <u>PCA</u>	(enter Coun	nty-assigned application r	number (s))	
Chevy Chase Lake	e Corporation Evenue, Suite 1500 l	RPORATIO	N: (enter complete name,		ate, and zip code)
DESCRIPTIO [/] []	There are 10 or There are more class of stock is There are more	less sharehole than 10 sharel sued by said c than 10 sharel	check <u>one</u> statement) ders, and all of the sharehol holders, and all of the share corporation are listed below holders, but <u>no shareholder</u> ion, and <u>no shareholders</u> are	holders owning 10% of <u>owns 10% or more</u> of	
George M. Rogers George M. Rogers George M. Rogers	Jr., Successor TTE Jr., Successor TTE	E U/T/D 12/31/ E U/T/D 12/31/ E U/T/D 12/15/	ter first name, middle initia 70; Andrew M. Saul Irrevocable 70; Andrew M. Saul Irrevocable 71; Andrew M. Saul Irrevocable 0/76 FBO B. Francis Saul III ar	e Trust FBO Elizabeth Wi e Trust FBO Andrew M. S e Trust FBO Patricia Engli	Saul II
NAME & ADI	 DRESS OF COR		: (enter complete name, nu	mber, street, city, state	e, and zip code)
[]	There are 10 or There are more class of stock is There are more of stock issued	less sharehold than 10 share ssued by said of than 10 share by said corpor	neck one statement) ders, and all of the sharehol cholders, and all of the share corporation are listed below cholders, but no shareholder ration, and no shareholders ter first name, middle initia	eholders owning 10% of the country o	
	DFFICERS & I e-President, Sec		S: (enter first name, middle urer, etc.)	e initial, last name, and	l title, e.g.
(check if application	able) [1]		re corporation information as Attachment to Par. 1(b)" forn		d further on a

· added mice 12/20/2 affidevit

		DATE:	December 28, 2012	116674c
		DC 4 0 C C 002 ((enter date affidavit is notarized)	
for Application	n No. (s):	PCA 86-S-083-0	nty-assigned application number (s))	
		(enter Cour	my-assigned application number (s))	
NAME & AD	DRESS O	F CORPORATIO	N: (enter complete name, number, street	, city, state, and zip code)
Bohler Engineerin 22636 Davis Driv Sterling, VA 201	e, Suite 250			
DESCRIPTIO	N OF CO	ORPORATION: (check one statement)	
[/]	There are	10 or less shareho	lders, and all of the shareholders are listed	below.
[]			cholders, and all of the shareholders ownin corporation are listed below.	g 10% or more of any
[]	There are	more than 10 share	cholders, but no shareholder owns 10% or ion, and no shareholders are listed below.	more of any class of
		REHOLDER: (en	nter first name, middle initial, and last nam	e)
Ludwig H. Bohler Adam J. Volanth Mark R. Joyce Daniel M. Duke				
NAME & ADI CBRE, Incorporat 111500 Santa Mo Los Angeles, CA	ted nica Bouleva		N: (enter complete name, number, street, c	eity, state, and zip code)
	N OF CO	RPORATION: (cl	heck one statement)	
[]	There are	e 10 or less sharehol	lders, and all of the shareholders are listed eholders, and all of the shareholders owning	below.
[]			corporation are listed below.	ig 1070 of more of any
[/]	There are	e more than 10 share	eholders, but <u>no shareholder owns 10% or</u> oration, and <u>no shareholders are listed belo</u>	more of any class
NAMES OF T	HE SHAF	REHOLDERS: (en	ater first name, middle initial, and last nam	e)
		AS & DIRECTOR at, Secretary, Treas	S: (enter first name, middle initial, last na surer, etc.)	me, and title, e.g.
(check if applic	able)		ore corporation information and Par. 1(b) is of Attachment to Par. 1(b)" form.	continued further on a

Page Three

REZONING AFFIDA VIT

	DATE:	December 28, 2012 (enter date affidavit is notarized)	1166740
for Application No. (s):	PCA 86-S-083-05		
for rippineumon rice (b).	(enter Cou	nty-assigned application number(s))	-
1()		** - C - 11 - Sthe DADTNEDS both CE	NEDAL and LIMITED in

The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in 1(c). any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code) Reed Smith LLP

3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

(check if applicable)

[1] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Abbott, Kevin C.

Abdalla, Tarek F.

Allen, Thomas L.

Andrews, Alex T.

Arnold, Roy W.

Atallah, Ana

Baker, Scott D.

Barber, William James Gresham

Barnes, James J.

Bartfield, Arnold L.

Bastier, Ellen L.

Beale, Giles W.

Begley, Sara A.

Beilke, Michele J.

Bell, Gordon F.

Bernier, Maria N.

Bernstein, Leonard A.

Bettino, Diane Bhattacharyya, Gautam

Bickham, J. David

[1] There is more partnership information and Par. 1(c) is continued on a "Rezoning (check if applicable) Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Page ____ of _4__

Rezoning Attachment to Par. 1(c)

DATE: December 28, 2012

(enter date affidavit is notarized)

116674c

for Application No. (s): PCA 86-S-083-05

(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Reed Smith LLP 3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

(check if applicable) [/] The above-listed partnership has no limited partners.

Connoley, Mark F.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Binder, Justus Binis, Barbara R. Birt, Steven James Blasier, Peter C. Boehner, Russell J. Bolden, A. Scott Bonessa, Dennis R. Booker, Daniel I. Borg, Christopher Boutcher, David J. Boven, Douglas G. Bovich, John P. Box, Tamara Bradley, Patrick E. Brown, Andrew Kenneth Brown, Charles A. Brown, Jon Brown, Michael K. Burroughs, Jr., Benton Cameron, Douglas E. Cameron, Scott P. Caplan, Gary S. Carder, Elizabeth B. Cardozo, Raymond A. Casdagli, Emma Francis Cassidy, Peter J. Charot, Benoit Cheung, Janet Bo Chun Clark, II, Peter S. Cobetto, Jack B. Cody, Daniel Cohen, David R. Colen, Frederick H.

Connors, Eugene K. Convery, III, J. Ferd Cooper, Steven Cotler, Alan K. Couste, Marina Davies, Colleen T. Davis, James M. Dermody, Debra H. DiFiore, Gerard S. Dilling, Robert M. Dillon, Lee Ann DiNome, John A. Dittoe, John E. Doron, Uri Drew, Jeffery Dubelier, Eric A. Dumville, S. Miles Duronio, Carolyn D. East, Lindsay T. Ellis, Peter Ellison, John N. Epstein, Bette B. Eskilson, James R. Estrada, Edward J. Evagora, Kyri Fagelson, Ian B. Fawcett, David B. Flatley, Lawrence E. Fogel, Paul D. Fosh, Michael John Francis, Jr., Ronald L. Frank, Ronald W. Freeman, Lynne P. Frenier, Diane M.

Gabbert, Dale Gallo, Frank J. Gasparetti, Lorenzo E. Geist, Melissa Gentile, Jr. Pasquale D. Greenblatt, Lewis B. Green-Kelly, Diane Greer, Amy Greeson, Thomas W. Grellet, Luc Grignon, Margaret A. Grimes, David M. Gross, Dodi Walker Guadagnino, Frank T. Gunn, Richard Gwynne, Kurt F. Hackett, Mary J. Halbreich, David M. Hansson, Leigh T. Hardy, Peter Hargreaves, Philip M. Hartley, Simon P. Hartman, Ronald G. Hasselman, Scot T. Hawley, Terence N. Healy, Christopher W. Heffler, Curt L. Hemming, Seth M. Hewetson, Charles M. Hill, Robert J. Hill, Thomas E. Hirsch, Austin L. Hitt, Leo N. Ho, Delpha

Fritton, Karl A.

(check if applicable) [

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Colman, Abraham J.

Conner, W. Thomas

(enter date affidavit is notarized)

DATE: December 28, 2012

for Application No. (s): PCA 86-S-083-05

(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Reed Smith LLP 3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

The above-listed partnership has no limited partners. (check if applicable) [1]

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Hofmeister, Jr., Daniel J. Honigberg, Carol C. Hooper, John P. Houston, Marsha A. Hultquist, James T. Husar, Linda S. Iino, John M. Illouz, Stephane Ince, Thomas Innamorato, Don A. Jared, Cynthia Jaskot, Paul J. Jeffcott, Robin B. Jenkinson, Andrew P. Jong, Denise Jordan, Gregory B. Kabnick, Lisa D. Karides, Constantine Kaufman, Marc S. Kaung, Alexander Wai Ming Kirk, Dusty Elias

Krebs-Markrich, Julia Kugler, Stefan L. Kwuon, Janet H. Lacy, D. Patrick Jr. Lai, Ivy Lasher, Lori L. Leech, Frederick C. Leiderman, Harvey L.

Kirkpatrick, Stephen A.

Klein, Murray J.

Kohn, Steven M.

Kramer, Ann V.

Krasik, Carl

Kozlov, Herbert F.

Li, Lianjun Loepere, Carol C. Lo Vallo, Michael A. Lowenstein, Michael E. Lyons, III, Stephen M. Magera, George F. Mahone, Glenn R. Maiden, Todd O. Mantell, Nanette W. Martin, James C. Martini, John D.

McAllister, David J.

McCarroll, James C. McConnell, Stephen McDavid, George E. McGarrigle, Thomas J. McNair, James E. McNichol, Jr., William J. Mehfoud, Kathleen S. Melodia, Mark S. Metro, Joseph W. Miller, Edward S. Miller, Steven A. Min, Catharina Y. Moberg, Marilyn A. Mok, Kar Chung Morrison, Alexander David Munsch, Martha Hartle Napolitano, Perry A. Naugle, Louis A.

Nelson, Jack R.

O'Neil, Mark T.

Nicholas, Robert A.

O'Brien, Kathyleen A. O'Donoghue, Cynthia Paisley, Belinda L. Parker, Roger J. Patterson, Lorin E. Pearman, Scott A. Peck, Jr., Daniel F. Pedretti, Mark G.

Peterson, Kurt C.

Philipps, Richard P.

Pepper, Michael Ross David Petersen, Matthew

Phillips, Robert D. Phillips, Robert N. Pierre, Yvan-Claude J. Pike, Jon R. Poe, Alexandra Pollack, Michael B. Powell, David C. Pryor, Gregor Quenby, Georgia M. Quinn, Jonathan S. Radley, Lawrence J. Rahl, J. Andrew Raju, Ajay K. Rawles, Douglas C. Raymond, Peter D. Reed, W. Franklin Reid, Graham M. Reinke, Donald C. Robinson, Richard A. Roche, Brian D. Rosen, Barry S. Rosenbaum, Joseph I. Rosenberg, Carolyn H.

Roth, Robert A.

Rowan, Vincent

There is more partnership information and Par. 1(c) is continued further on a (check if applicable) [/] "Rezoning Attachment to Par. 1(c)" form.

DATE: December 28, 2012

(enter date affidavit is notarized)

for Application No. (s): PCA 86-S-083-05

(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Reed Smith LLP 3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

The above-listed partnership has no limited partners. (check if applicable)

Speed, Nicholas P.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Rubenstein, Donald P. Rvan, Catherine S. Rydstrom, Kirsten R. Rymer, Philip R. Sanders, James L. Sanders, Michael Sauvage, Nicolas C. Schaffer, Eric A. Schatz, Gordon B. Schlecker, David M. Schlesinger, Matthew J. Schmarak, Bradley S. Schwartz, Wendy H. Scogin, Hugh T. Scott, Michael T. Seaman, Charles H. Sedlack, Joseph M. Shanus, Stuart A. Sharma, Asha Rani Shaw, Nick J. Shav-Byrne, Olivia Short, Carolyn P. Shugrue, John D. Siev, Jordan W. Sigelko, Duane F. Simons, Robert P. Singer, Paul M. Skrein, Michael P. Slater, Phillip B. Smersfelt, Kenneth N. Smith, John Lynn Smith, Robert M.

Springer, Claudia Z. Stanley, David E. Stephenson, Leon Stewart, II, George L. Suddath, Thomas Suess, Philipp Swinburn, Richard G. Tandler, James R. Tashman, Matthew E. Taylor, Andrew D. Taylor, Philip M. Teare, Peter Terras, Alexander Thallner, Jr., Karl A. Thomas, Alexander Y. Thompson, David A. Thompson, Gary S. Tillman, Eugene Tocci, Gary M. Todd, Thomas Tompkins, Benjamin F. Unkovic, John C. Vishneski, John S. Vitsas, John L. Von Waldow, Arnd N. Wasserman, Mark W. Weiss, David E. Weissman, David L. Weissman, Sonja S. Weller, Charles G. Weyman, Mark L. Wilkinson, James F.

Wilkinson, John NR

Wolff, Sarah R.

Wood, Douglas J. Wray, Richard K. Yam, Perry Yan, Betty Yan, Jay J. Yoo, Thomas J. Zaman, Peter Zoeller, Lee A. Zurzolo, Tracy L.

Additions as of December 20, 2012:

Toms, Jason Stimpson, Barry P. Beale, Tim

Additions effective as of January 1, 2013:

Alexander, Eric L. Brennan, James C. Campos, Lorraine M. Dentice, Nathan Falkner, Robert P. Graumlich, Betty S. Hammodi, Ziad A. Horrigan, Courtney C. Maguire, Nicola Miller, Jesse L. Moller, Charlotte Sessa, Stephen E. Bagnell, Nicolle R. Snyder Wells, Kristin I.

There is more partnership information and Par. 1(c) is continued further on a (check if applicable) [] "Rezoning Attachment to Par. 1(c)" form.

Sollie, Kyle O.

Sorensen, Anker

Spafford, Richard A.

Page 4 of 4

Rezoning Attachment to Par. 1(c)

DAT	(enter date affidavit is notarized)	1164740
for Application No. (s): PCA 86-S (enter	er County-assigned application number (s))	_
PARTNERSHIP NAME & ADDI	RESS: (enter complete name & number, street,	city, state & zip code)
Saul Holdings Limited Partnership 7501 Wisconsin Avenue Bethesda, MD 20814		
(check if applicable) [] The	above-listed partnership has no limited partners	·
	PARTNERS: (enter first name, middle initial,	last name, and title, e.g.,
General Partner, Limited Partner	c, or General and Limited Partner)	
Saul Centers, Inc.	General Partner	
B.F. Saul Real Estate Investment Trust	Limited Partner	
Dearborn L.L.C.	Limited Partner Limited Partner	
B.F. Saul Property Company Avenel Executive Park Phase II L.L.C.	Limited Partner Limited Partner	
Westminster Investing Corporation	Limited Partner	
Van Ness Square Corporation	Limited Partner	
SHI P Unit Acquisition Corp	Limited Partner	

(check if applicable) [] There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Page Four

REZONING AFFIDA VIT

			DATE		ate affidavit is			116674c
for An	nlicati	ion No. (s): PCA	86-S-083	3-05		·		
ioi rip	prican		(enter	County-ass	igned applicat	ion number(s))	
1(d).	One of the following boxes <u>must</u> be checked:							
	[]	of any and all ot	her indiv of a trust	riduals who) 10% or m	own in the agore of the AP	ggregate (dir	rectly and as a	following is a listing shareholder, partner, NER, CONTRACT
	[/]	aggregate (direc	tly and a	s a shareho	lder, partner, a	and benefici	iary of a trust)	lividual owns in the 10% or more of the SEE* of the land.
2.	his o	t no member of the or her immediate he vidually, by owne nership owning su	nouseholership of	d owns or h	as any financi	ial interest is	n the subject l	
	EXO None	CEPT AS FOLLO	<u>OWS</u> : (NOTE: If a	answer is none	e, enter " N (ONE " on the l	ine below.)
	(che	eck if applicable)	[]		more interests Attachment t			continued on a

REZONING AFFIDAVIT

	DATE: December 28, 2012 (enter date affidavit is notarized)	1166740
for A _l	pplication No. (s): PCA 86-S-083-05 (enter County-assigned application number(s))	
3.	That within the twelve-month period prior to the public hearing of this application. Fairfax County Board of Supervisors, Planning Commission, or any member of household, either directly or by way of partnership in which any of them is a part or attorney, or through a partner of any of them, or through a corporation in whice officer, director, employee, agent, or attorney or holds 10% or more of the outstate of stock of a particular class, has, or has had any business or financial relationship ordinary depositor or customer relationship with or by a retail establishment, publicularly any gift or donation having a value of more than \$100, singularly or in any of those listed in Par. 1 above.	is or her immediate ner, employee, agent, h any of them is an nding bonds or shares o, other than any lic utility, or bank,
	EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line None.	below.)
	(NOTE: Business or financial relationships of the type described in this paragrethe filing of this application and before each public hearing must be dipublic hearings. See Par. 4 below.)	aph that arise after isclosed prior to the
	(check if applicable) [] There are more disclosures to be listed and Par. 3 is "Rezoning Attachment to Par. 3" form.	continued on a
4.	That the information contained in this affidavit is complete, that all partner and trusts owning 10% or more of the APPLICANT, TITLE OWNER, COPPURCHASER, or LESSEE* of the land have been listed and broken down, and every public hearing on this matter, I will reexamine this affidavit and or supplemental information, including business or financial relationships of in Paragraph 3 above, that arise on or after the date of this application.	NTRACT and that prior to each provide any changed
WIT	(check one) [] Applicant [V] Applicant's A	uthorized Agent
	Robert A. Lawrence, Esq. (type or print first name, middle initial, last name)	e, and title of signee)
of_	Virginia , County/City of Fairfax Notary Publ	, in the State/Comm.
١.	M RZA-1 Updated (//1/06)	JAIMA BROWN Notary Public Important of Virginia 153632 Ission Expires Aug 31, 2016